



Entered on Docket
May 22, 2006

A handwritten signature in cursive, appearing to read "Linda B. Riegle", is written over a horizontal line.

Hon. Linda B. Riegle
United States Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE
COMPANY,

Case Nos. BK-S-06-10725 LBR

Chapter 11

**SECOND ORDER APPROVING
DEBTORS' PROPOSED CASH
MANAGEMENT PROCEDURES AND
CASH USAGE**

Debtor.

Date: May 3, 2006
Time: 9:30 a.m.

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1 Before the Court is the Debtors' Motion for Order Approving Debtors' Proposed Cash
 2 Management Procedures and Interim Use of Cash filed April 14, 2006 (the "Motion"). The
 3 Motion sought approval of the Debtors' proposed cash management procedures and the Debtors'
 4 limited use of cash for a limited period pursuant to the cash budget (the "Initial Budget") attached
 5 as Exhibit A to the Motion. On April 19, 2005, the Court entered an Interim Order approving the
 6 Motion and the Debtors' interim use of cash, for the purposes and on the terms set forth in the
 7 Motion and the Initial Budget until May 3, 2006 when the Motion was to be considered further at
 8 a hearing. On May 2, 2006, the Debtors filed a Reply Brief (the "Reply") and a Supplemental
 9 Declaration of Thomas J. Allison in support of the Motion, including a revised cash budget (the
 10 "Revised Budget") attached as Exhibit B to the Supplemental Declaration. Several objections to
 11 the Motion were filed on or before May 3, 2006. At the hearing held May 3, 2006, numerous
 12 appearances were made upon the record, testimony and other evidence were presented and
 13 arguments were made concerning the Motion.

14 The Court having considered the declarations of Thomas J. Allison and exhibits thereto in
 15 support of the Motion, the arguments set forth in the Motion and in the Reply, the evidence
 16 presented and arguments made at the May 3, 2006 hearing, and other facts of record in the
 17 Debtors' bankruptcy cases, and finding that notice of the Motion was adequate and proper, it is
 18 hereby

19 ORDERED that the Motion is GRANTED in that:

20 1) The Debtors' proposed cash management procedures set forth in the
 21 Motion, as clarified in the Reply, the Revised Budget, and the proceedings of the May 3, 2006
 22 hearing, are approved; and

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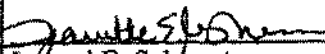
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2) The Debtors' use of cash to the extent and for the purposes reflected in the Revised Budget through July 16, 2006 is approved, except that, consistent with the clarifications made by the Debtors at the hearing on May 3, 2006, post-petition financing and professional fees may not be disbursed without further Court order.


Submitted by:

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Approved/Disapproved by:


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